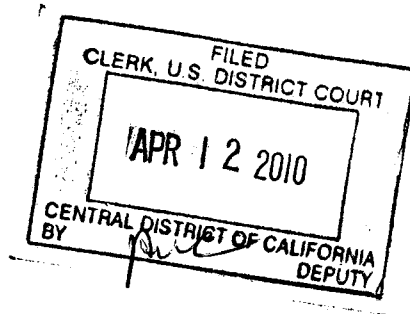


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MOTOWN RECORD COMPANY, L.P., and UMG
RECORDINGS, INC.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

INTERSCOPE RECORDS, MOTOWN
RECORD COMPANY, L.P. and UMG
RECORDINGS, INC.,

Plaintiffs,

v.

TIME WARNER, INC., WARNER
BROS. ENTERTAINMENT, INC.,
WARNER BROS. DOMESTIC
TELEVISION DISTRIBUTION, INC.,
WARNER BROS. TELEVISION,
TELEPICTURES PRODUCTIONS,
INC., WAD PRODUCTIONS, INC.
(d/b/a "THE ELLEN DeGENERES
SHOW"), A VERY GOOD
PRODUCTION, and CRAZY
MONKEY, INC. (d/b/a A VERY GOOD
PRODUCTION),

Defendants.

CASE NO. CV10-1662 SVW (PJWx)
SECOND AMENDED COMPLAINT

Plaintiffs Interscope Records, Motown Record Company, L.P. and UMG
Recordings, Inc. (collectively "Plaintiffs") aver:

1 law.

2 5. This Court has jurisdiction of this action pursuant to 28 U.S.C. §§
3 1338 and 1367.

4 6. This Court has personal jurisdiction over Defendants, which do
5 business in this judicial district and which transmit, distribute, broadcast and/or
6 authorize the broadcast of the Show in this state.

7 7. Plaintiffs are doing business in this judicial district.

8 8. Venue is proper in this District pursuant to 28 U.S.C. §§ 1391(b)
9 and (c). Defendants conduct business in this District and a substantial part of the
10 events giving rise to Plaintiffs' claims occurred in this District, including the creation
11 and production of the Show.

12
13 **THE PARTIES**

14 9. Plaintiff Interscope Records is a California general partnership.

15 10. Plaintiff Motown Record Company, L.P., is a California limited
16 partnership.

17 11. Plaintiff UMG Recordings, Inc. is a corporation duly organized
18 and existing under the laws of Delaware.

19 12. Plaintiffs are engaged in the business of producing sound
20 recordings and manufacturing, distributing, selling and/or licensing the distribution
21 and sale of their sound recordings in phonorecords (as defined in 17 U.S.C. § 101) in
22 the United States. Plaintiffs invest substantial sums of money, as well as time, effort,
23 and creative talent, to discover and develop recording artists, and to create,
24 manufacture, advertise, promote, sell and license phonorecords embodying the
25 performances of their exclusive recording artists, many of who live and/or work in
26 this District.

27 13. Plaintiffs are the copyright owners of, or the owners of exclusive
28 rights in, thousands of sound recordings, including many of the most popular and

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1 well-known sound recordings in the world, including but not limited to the sound
2 recordings listed in Exhibit A, for which Plaintiffs have copyrights protected by the
3 Copyright Act, and in Exhibit B, in which Plaintiffs own certain rights protected by
4 state law.

5 14. Defendant Time Warner, Inc. is a Delaware corporation with its
6 principal place of business in New York. Time Warner Inc. is the world's third
7 largest media and entertainment conglomerate. Time Warner Inc. creates, produces,
8 distributes, licenses and markets the Show throughout the United States.

9 15. Defendant Warner Bros. Entertainment, Inc. is a Delaware
10 corporation, and a wholly owned subsidiary of Time Warner, Inc. Warner Bros.
11 Entertainment, Inc. is a broad-based entertainment company that creates, produces,
12 distributes, licenses and markets the Show across all current and emerging media and
13 platforms.

14 16. Defendant Warner Bros. Domestic Television Distribution is a
15 Delaware corporation, a wholly owned subsidiary of Time Warner, Inc. Warner
16 Bros. Domestic Television Distribution distributes the Show to the domestic
17 television marketplace.

18 17. Defendant Warner Bros. Television is an unincorporated
19 television production and distribution association of Warner Bros. Entertainment,
20 Inc., a wholly owned subsidiary of Time Warner, Inc. Warner Bros. Television
21 oversees the production and distribution of the Show.

22 18. Defendant Telepictures Productions, Inc. is a Delaware
23 corporation. Telepictures Productions, Inc. produces the Show.

24 19. Defendant WAD Productions, Inc. (d/b/a "The Ellen DeGeneres
25 Show") is a Delaware corporation. WAD Productions, Inc. produces the Show.

26 20. Defendant A Very Good Production is an unincorporated
27 association that co-produces the Show.

28 21. Defendant Crazy Monkey, Inc. (d/b/a "A Very Good Production")

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1 is a California corporation. Ellen DeGeneres is the president of Crazy Monkey, Inc.
2 Upon information and belief, Crazy Monkey, Inc. (d/b/a "A Very Good Production")
3 produces and/or distributes the Show and/or has the right to control and authorize
4 such activities.

5 22. Plaintiffs are informed and believe and on that basis allege that at
6 all times mentioned in this complaint, each of the Defendants was the agent of the
7 other Defendants and, in doing the things alleged in this complaint, was acting within
8 the course and scope of such agency.

9 10 FACTS

11 23. Plaintiffs are among the world's leading record companies and
12 own the rights to thousands of sound recordings, including many of the most well-
13 known and valuable sound recordings in the world.

14 24. The Show is a syndicated daytime television talk show hosted by
15 comedienne Ellen DeGeneres. The Show is one of the highest-viewed daytime
16 shows, averaging approximately three million viewers per episode. The Show is also
17 broadcast internationally and re-runs of the Show are broadcast in the off season.
18 The Show has won numerous Daytime Emmy Awards, including Emmys for Best
19 Talk Show and Talk Show Host.

20 25. From the Show's inception, sound recordings owned by the
21 Plaintiffs have been incorporated into the Show without Plaintiffs' permission.
22 Specifically, Defendants used hundreds of sound recordings that are owned by one or
23 more of Plaintiffs, including recordings by many major current artists of popular
24 music, numerous Grammy and other award-winning recordings, and classic
25 recordings that have stood the test of time. Defendants routinely used the most
26 popular and desirable sound recordings, which included many sound recordings that
27 Plaintiffs do not license for daytime television at any price. The Show often uses the
28 same sound recordings in multiple episodes and multiple seasons.

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26. Plaintiffs' sound recordings are integral to the production of the Show. They are fundamental to both the structure and the success of the Show. For example, the recordings routinely accompany and facilitate the "dance over" segment that has been a fixed and essential element of the Show. During this segment (which occurs after the opening monologue), Ms. DeGeneres engages in an extensive routine where she dances from the stage to the interview area (often through the audience). The "dance over" segment, and the popular sound recordings that form a crucial part of it, are considered signature elements of the Show. Indeed, in 2006, Defendants' efforts to shorten the "dance over" segment were met with thousands of objections from fans. As a result, within a matter of days, the full "dance over" segment, utilizing popular sound recordings owned by Plaintiffs, returned. Additionally, unlike most other talk shows, the Show uses a disc jockey to play the sound recordings that are featured during the show.

27. Ms. DeGeneres has acknowledged the close relationship between the use of popular sound recordings and the success of the Show. In an interview in 2005, Ms. DeGeneres stated that her intent "from the beginning" was to make music a featured aspect of the Show and that playing a variety of music would attract more viewers:

Q: Music is an integral part of your TV show. Was it a conscious decision, from the start, to incorporate music and artists?

A: I always wanted a DJ from the beginning. And I thought the more types of music we played, the more types of viewers we'd get.

Defendants also tout the significance of the Show's use of the sound recordings on the official website <http://ellen.warnerbros.com/>. Indeed, Ms. DeGeneres' public image has become so closely associated with music that she was selected as one of the judges on the hit prime-time music program *American Idol*, in which she critiques the

1 performances of and provides career advice to aspiring musical performers and
2 recording artists.

3 28. Defendants' unlawful use of sound recordings extends beyond the
4 taping and copying of the Show for syndication. For example, clips from the
5 program featuring the sound recordings appear on the Show's official website. Such
6 clips continued to be available on the website even after the Plaintiffs notified
7 Defendants of Defendants' unlawful use of the sound recordings.

8 29. Defendants' unauthorized use of Plaintiffs' sound recordings in the
9 Show constitutes infringement of Plaintiffs' exclusive rights and that infringement has
10 been willful. Defendants are sophisticated media companies with full knowledge of
11 the existence and import of the copyright laws. Indeed, many of Defendants
12 frequently bring legal actions to enforce their own copyrights. Also, Defendants have
13 full knowledge of the need to get licenses; many of Defendants routinely seek and
14 obtain sound recording licenses for their other television shows and movies. Finally,
15 Defendants sought and obtained licenses for many of the compositions embodied in
16 the sound recordings but decided that they would not get sound recording licenses
17 because "they did not roll that way." They did this despite acknowledging the legal
18 obligation to obtain licenses for use of the sound recordings. In fact, in a 2006
19 interview, Tony Okungbowa, the DJ who played the sound recordings for the first
20 three seasons of the Show and who returned as DJ for the most recent season, stated
21 that music had to be chosen ahead of time because "[t]here's clearance issues."
22

23 COUNT I

24 COPYRIGHT INFRINGEMENT

25 30. Plaintiffs reallege and incorporate by reference each of the
26 allegations in paragraphs 1 through 29 set forth above.

27 31. Plaintiffs own the copyrights in the sound recordings listed in
28 Exhibit A. Plaintiffs expressly reserve the right to add additional copyrighted sound

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1 recordings that Defendants infringed which Plaintiffs expect will be identified in
2 discovery.

3 32. In accordance with the Copyright Act, Plaintiffs, their
4 predecessors in interest, or their licensors have registered the copyrights to the sound
5 recordings listed in Exhibit A with the Copyright Office of the United States, or
6 applied for such registration, prior to commencement of this action.

7 33. Without permission, Defendants have duplicated, distributed and
8 broadcast the sound recordings, or portions thereof, reflected in Exhibit A.
9 Additionally, upon information and belief, Plaintiffs believe Defendants have
10 duplicated, distributed, and broadcast additional sound recordings without Plaintiffs'
11 permission, and Plaintiffs reserve the right to amend the Complaint to add additional
12 claims under the Copyright Act.

13 34. Defendants have infringed Plaintiffs' exclusive rights to the sound
14 recordings.

15 35. Alternatively, with actual or constructive knowledge of the
16 infringing activity, Defendants have induced, caused and/or materially contributed to
17 the infringing conduct of others; and/or have failed to exercise their respective rights
18 and abilities to control the conduct of those responsible for infringement, while
19 deriving a financial benefit from the infringement.

20 36. Defendants' conduct was intentional and willful and undertaken
21 with a complete disregard of Plaintiffs' rights. Plaintiffs are entitled to statutory
22 damages under the Copyright Act or, alternatively, compensatory damages, including
23 but not limited to Defendants' profits attributable to the infringement. Plaintiffs are
24 also entitled to their attorney's fees.

25 37. Plaintiffs also are entitled to a temporary and final injunction to
26 prevent or restrain further infringements of Plaintiffs' copyright.

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COUNT II

VIOLATION OF CALIFORNIA CIVIL CODE § 980(2)

38. Plaintiffs reallege and incorporate by reference each of the allegations in paragraphs 1 through 29 set forth above.

39. Plaintiffs possess exclusive ownership interests in and to the sound recordings set forth in Exhibit B pursuant to California Civil Code § 980(a)(2) and under the common law. Plaintiffs expressly reserve the right to add additional sound recordings that Defendants infringed which Plaintiffs expect will be identified in discovery.

40. Defendants have violated Plaintiffs' exclusive ownership interests in and to the sound recordings set forth in Exhibit B.

41. As a direct and proximate result of Defendants' conduct in violation of Plaintiffs' exclusive ownership interests in and to the sound recordings set forth in Exhibit B, Defendants have received proceeds and Plaintiffs have been damaged in an amount that shall be proved at trial.

42. Plaintiffs also are entitled to a temporary and final injunction to prevent or restrain further infringements of Plaintiffs' exclusive ownership interests.

43. Defendants are guilty of oppression, fraud and/or malice and Plaintiffs, in addition to their actual damages are, by reason thereof, entitled to recover exemplary and punitive damages against Defendants.

COUNT III

**VIOLATION OF CALIFORNIA BUSINESS AND PROFESSIONS
CODE § 17200 AND COMMON LAW UNFAIR COMPETITION**

44. Plaintiffs reallege and incorporate by reference each of the allegations in paragraphs 1 through 29 and 39 through 43 set forth above.

45. The foregoing acts and conduct of Defendants constitute an appropriation and invasion of the property rights of Plaintiffs in and to the sound

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1 recordings set forth in Exhibit B, and constitute unfair competition under California
2 Business and Professions Code § 17200 and under the common law.

3 46. As a direct and proximate result of Defendants' conduct, Plaintiffs
4 are entitled to recover all proceeds and other compensation received or to be received
5 by Defendants arising from their infringements of the sound recordings set forth in
6 Exhibit B. Plaintiffs request the Court to order Defendants to render an accounting to
7 ascertain the amount of such profits and compensation.

8 47. As a direct and proximate result of Defendants' unfair
9 competition, Plaintiffs have been damaged and Defendants have been unjustly
10 enriched, in an amount that shall be proved at trial for which damages and/or
11 restitution and disgorgement is appropriate. Such damages and/or restitution and
12 disgorgement should include a declaration by this Court that Defendants are
13 constructive trustees for the benefit of Plaintiffs and an order that Defendants convey
14 to Plaintiffs all the gross receipts received or to be received that are attributable to
15 infringement of the sound recordings set forth in Exhibit B.

16 48. Plaintiffs also are entitled to a temporary and final injunction to
17 prevent or restrain further infringements of Plaintiffs' exclusive ownership interests.

18 49. Defendants are guilty of oppression, fraud and/or malice and
19 Plaintiffs, in addition to their actual damages are, by reason thereof, entitled to
20 recover exemplary and punitive damages against Defendants.

21
22 WHEREFORE, Plaintiffs demand the following relief:

23 1. On Count I, for maximum statutory damages in the amount of not
24 less than \$150,000 with respect to each copyrighted work infringed, or for such other
25 amount as may be proper pursuant to 17 U.S.C. § 504(c), or in the alternative for an
26 award of Defendants' profits and for compensatory damages according to proof;

27 2. On Counts II and III, for an accounting, the imposition of a
28 constructive trust, restitution of Defendants' unlawful proceeds, and damages

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1 according to proof;

2 3. On Counts II and III, for punitive and exemplary damages in such
3 amount as may be awarded at trial;

4 4. On all counts, a temporary and final injunction to prevent or
5 restrain further infringements and misappropriations of Plaintiffs' copyrights and
6 exclusive ownership interests.

7 5. For prejudgment interest;

8 6. For Plaintiffs' costs, including their attorneys' fees; and

9 7. For such other and further relief as the Court may deem just and
10 proper.

11
12 **JURY DEMAND**

13 Plaintiffs hereby demand trial by jury on all issues triable to a jury.

14
15 Dated: April 12, 2010

JEFFREY D. GOLDMAN

RYAN S. MAUCK

BRIAN M. YATES

JEFFER, MANGELS, BUTLER & MARMARO LLP

18
19
20 By: 

Jeffrey D. Goldman

21 Attorneys for Plaintiffs INTERSCOPE RECORDS,
22 MOTOWN RECORD COMPANY, L.P., and UMG
23 RECORDINGS, INC.

Exhibit A

<u>Artist</u>	<u>Track</u>	<u>Registration No.</u>	<u>Label</u>
Big Bad Voodoo Daddy	GO DADDY-O	SR 246 224	IR
Big Bad Voodoo Daddy	YOU AND ME AND THE BOTTLE MAKES THREE TONIGHT	SR 246 224	IR
Marilyn Manson	SWEET DREAMS (ARE MADE OF THIS)	SR 206 722	IR
Moulin Rouge	Various	SR 303 278	IR
Ringside	STRUGGLE	SR 369 173	IR
Boyz II Men	I'LL MAKE LOVE TO YOU	SR 195 914	MRC
Brian McKnight	WHEN YOU WANNA COME	SR 301 470	MRC
Commodores	MACHINE GUN	RE 867 702 (N15097)	MRC
Dazz Band	LET IT WHIP	SR 32 867	MRC
DeBarge	RHYTHM OF THE NIGHT	SR 60 768	MRC
Diana Ross (1980)	UPSIDE DOWN	SR 17 850	MRC
Dianna Ross	THE BOSS	SR 9 137	MRC
Gladys Knight	IT'S ALL OVER BUT THE SHOUTIN'	RE 867 243 (N13127)	MRC
Jackson 5	DANCING MACHINE	RE 867 013 (N13244)	MRC
Jernaine Jackson	LET'S GET SERIOUS	SR 16 301	MRC
Lionel Richie	ALL NIGHT LONG (ALL NIGHT)	SR 47 606	MRC
Lionel Richie & Diana Ross; Luther Vandr	ENDLESS LOVE	SR 148 391	MRC
Marvin Gaye	GOT TO GIVE IT UP	RE 908 197 (N42204)	MRC
Mary Jane Girls	IN MY HOUSE	SR 61 336	MRC
Queen Latifah	U.N.I.T.Y.	SR 200 660	MRC
Rick James	GIVE IT TO ME BABY	SR 25 800	MRC
Rick James	MR. POLICEMAN	SR 25 800	MRC
Rick James	SUPERFREAK	SR 25 800	MRC
Rockwell	SOMEBODY'S WATCHING ME	SR 51 899	MRC
Smokey Robinson	CRUISIN'	SR 9 134	MRC
Stevie Wonder	SUPERSTITION	RE 852 322 (N3886)	MRC
Stevie Wonder	YOU ARE THE SUNSHINE OF MY LIFE	RE 852 322 (N3886)	MRC
Stevie Wonder	GOLDEN LADY	RE 860 324 (N8448)	MRC
Stevie Wonder	LIVING FOR THE CITY	RE 860 324 (N8448)	MRC
Stevie Wonder	AS	RE 908 597 (N35749)	MRC
Stevie Wonder	I WISH	RE 908 597 (N35749)	MRC

Stevie Wonder	ISN'T SHE LOVELY	RE 908 597 (N35749)	MRC
Stevie Wonder	SIR DUKE	RE 908 597 (N35749)	MRC
Stevie Wonder	FUN DAY	SR 129 870	MRC
Stevie Wonder	DO I DO	SR 34 977	MRC
Teena Marie	SQUARE BIZ	SR 26 825	MRC
Temptations	PAPA WAS A ROLLING STONE	RE 852 265 (N3882)	MRC
The Commodores	SAIL ON	SR 10 629	MRC
The Commodores	THREE TIMES A LADY	SR 3 732	MRC
Willie Hutch	FOXY LADY (THEME OF)	RE 867 661 (N14280)	MRC
"Grease" Soundtrack	GREASED LIGHTNIN' from "GREASE"	SR 3 826	UMG
3 Doors Down	LET ME GO	SR 368 870	UMG
50 Cent	IN DA CLUB	SR 323 562	UMG
50 Cent Featuring Olivia	CANDY SHOP	SR 366 051	UMG
A3	WOKE UP THIS MORNING (CHOSEN ONE MIX)	SR 251 994	UMG
Aaron Neville	LOUISIANA 1927	SR 133 880	UMG
ABBA	S.O.S.	N26084	UMG
ABC	THE LOOK OF LOVE	SR 49 129	UMG
ABC	HOW TO BE A MILLIONAIRE	SR 66 964	UMG
Akon	BANANZA (BELLY DANCER)	SR 345 008	UMG
Akon	SMACK THAT	SR 411 449	UMG
Akon	BEAUTIFUL	SR 620 196	UMG
Akon	RIGHT NOW (NA NA NA)	SR 620 197	UMG
Akon & Sweet Rush	TROUBLE MAKER	SR 620 198	UMG
Alicia Bridges	I LOVE THE NIGHTLIFE	SR 2 686	UMG
All American Rejects	DIRTY LITTLE SECRET	SR 377 900	UMG
Amy Winehouse	REHAB	SR 410 095	UMG
Amy Winehouse	VALERIE	Application Pending	UMG
Andrew WK	I LOVE NYC	SR 311 332	UMG
Aqua	HALLOWEEN	SR 284 437	UMG
Ashlee Simpson	PIECES OF ME	SR 358 548	UMG
Ashley Simpson	L.O.V.E.	SR 381 903	UMG
Asia	HEAT OF THE MOMENT	SR 33 700	UMG
Audioslave	DOESN'T REMIND ME	SR 373 489	UMG
Barry White	CAN'T GET ENOUGH OF YOUR LOVE, BABE	N 18558	UMG

Barry White	YOU'RE THE FIRST, THE LAST, MY EVERYTHING	NI8564	UMG
Beck	BLACK TAMBOURINE	SR 372 955	UMG
Bel Biv DeVoe	POISON	SR 117 089	UMG
Berlin	NO MORE WORDS	SR 53 559	UMG
Billie Myers	KISS THE RAIN	SR 245 335	UMG
Billy Ray Cyrus	ACHY BREAKY HEART	SR 145 691	UMG
Black Eyed Peas	HEY MAMA	SR 334 398	UMG
Black Eyed Peas	SHUT UP	SR 334 398	UMG
Black Eyed Peas	THE BOOGIE THAT BE	SR 334 398	UMG
Black Eyed Peas	LET'S GET IT STARTED (NBA/ESPN REMIX)	SR 356 340	UMG
Black Eyed Peas	DON'T PHUNK WITH MY HEART	SR 374 175	UMG
Black Eyed Peas	PUMP IT	SR 378 166	UMG
Black Eyed Peas	DON'T LIE (NO NO NO)	SR 378 166	UMG
Black Eyed Peas	MY HUMPS	SR 378 166	UMG
Black Eyed Peas	THE CHOICE IS YOURS (REVISITED)	SR 307 061	UMG
Black Sheep	NO DIGGITY	SR 229 817	UMG
Blackstreet	ALL THE SMALL THINGS	SR 279 826	UMG
Blink 182	RUN-AROUND	SR 209 359	UMG
Blues Traveler	GET UP, STAND UP	Nf 137	UMG
Bob Marley & The Wailers	DON'T BE CRUEL	SR 93 152	UMG
Bobby Brown	EVERY LITTLE STEP	SR 93 332	UMG
Bobby Brown	IT'S MY LIFE	SR 281 803	UMG
Bon Jovi	WHO SAYS YOU CAN'T GO HOME	SR 382 491	UMG
Bon Jovi	LIVING ON A PRAYER	SR 71 794	UMG
Bon Jovi	YOU GIVE LOVE A BAD NAME	SR 71 794	UMG
Bryan Adams	CUTS LIKE A KNIFE	SR 41 955	UMG
BTO	YOU AIN'T SEEN NOTHIN' YET	RE 867 388 (N18338)	UMG
Busta Rhymes	DON'T TOUCH ME (THROW DA WATER ON 'EM)	SR 612 216	UMG
Captain & Tennille	LOVE WILL KEEP US TOGETHER	RE 888 375 (N24154)	UMG
Cardigans	LOVEFOOL	SR 236 200	UMG
Carl Carlton	BAD MAMA JAMA (SHE'S A)	SR 27 012	UMG
Carpenters	PLEASE MR. POSTMAN	RE 867 491 (N19631)	UMG
CeCe Penniston	FINALLY	SR 279 579	UMG
Chamillionaire	RIDIN'	SR 381 901	UMG

Cher	IF I COULD TURN BACK TIME	SR 107 164	UMG
Christina Milian	DIP IT LOW	SR 352 822	UMG
Christina Milian	SAY I	SR 385 673	UMG
Chumbawamba	TUBTHUMPING	SR 243 897	UMG
Club 69	MUCH BETTER	SR 245 728	UMG
Commodores	BRICK HOUSE	RE 926 332 (N42203)	UMG
Common	UNIVERSAL MIND CONTROL	SR 619 987	UMG
Cooler Kids	ALL AROUND THE WORLD	SR 335 135	UMG
Donna Summer	LOVE TO LOVE YOU BABY	RE 888 115 (N26294)	UMG
Donna Summer	LAST DANCE	SR 2 131	UMG
Donna Summer	LOVE IS IN CONTROL (FINGER ON THE TRIGGER)	SR 36 417	UMG
Donna Summer	SHE WORKS HARD FOR THE MONEY	SR 50 626	UMG
Donna Summer	HEAVEN KNOWS	SR 6 683	UMG
Donna Summer	BAD GIRLS	SR 8 940	UMG
Donna Summer	HOT STUFF	SR 8 328	UMG
Donna Summer; DJ Miko	MERCY	SR 613 340	UMG
Duffy	MONA LISAS AND MAD HATTERS PT 1	N 1989	UMG
Elton John	SATURDAY NIGHT'S ALRIGHT FOR FIGHTING	N10950	UMG
Elton John	THE BITCH IS BACK	N17239	UMG
Elton John	ROCKET MAN	N1989	UMG
Elton John	DON'T GO BREAKING MY HEART	N37165	UMG
Elton John	CROCODILE ROCK	N6759	UMG
Elton John	PHILADELPHIA FREEDOM	RE 887 755 (N22622)	UMG
Elton John	SOMEONE SAVED MY LIFE TONIGHT	RE 888 105 (N26203)	UMG
Elton John	I WANT LOVE	SR 303 795	UMG
Elton John	I'M STILL STANDING	SR 46 348	UMG
Enrique Iglesias	ADDICTED	SR 345 488	UMG
Eric B & Rakim	JUICE (KNOW THE LEDGE)	SR 143 980	UMG
Eve	SATISFACTION	SR 321 814	UMG
Eve	TAMBOURINE	SR 407 756	UMG
Eve feat. Gwen Stefani	LET ME BLOW YA MIND	SR 293 364	UMG
Fergie	GLAMOROUS	SR 393 675	UMG
Floetry	SUPASTAR	SR 379 530	UMG
Foxy Brown	CANDY	SR 288 745	UMG

from musical "Dreamgirls"	AND I AM TELLING YOU I'M NOT GOING	SR 36 407	UMG
from musical "Dreamgirls"	ONE NIGHT ONLY	SR 36 407	UMG
Gloria Gaynor	NEVER CAN SAY GOODBYE	N22648	UMG
Grace Jones	PULL UP TO THE BUMPER	SR 26 293	UMG
Gwen Stefani	HOLLA BACK GIRL	SR 364 759	UMG
Gwen Stefani	RICH GIRL	SR 364 759	UMG
Gwen Stefani	WHAT YA WAITING FOR	SR 364 759	UMG
Gwen Stefani	WIND IT UP	SR 400 613	UMG
Gwen Stefani	THE SWEET ESCAPE	SR 400 614	UMG
Hanson	MMM BOP	SR 238 338	UMG
Heavy D	NOW THAT WE FOUND LOVE	Application Pending	UMG
India Arie	JUST FOR TODAY	SR 400 407	UMG
Irene Cara	FLASHDANCE (WHAT A FEELING)	SR 49 252	UMG
Ja Rule	LIVIN' IT UP	SR 301 537	UMG
Jack Johnson	BUBBLE TOES	SR 355 550	UMG
Jack Johnson	THE THREE R'S	SR 383 642	UMG
James Brown	PAPA DON'T TAKE NO MESS	N18792	UMG
James Brown	GIVIN' UP FOOD FOR FUNK	RE 852 223 (N1380)	UMG
James Brown	MIND POWER	RE 860 069 (N11869)	UMG
James Brown	FUNKY GOOD TIME (aka GONNA HAVE A FUNKY GOOD TIME)	RE 860 120 (N7710)	UMG
James Brown	STONE TO THE BONE	RE 860 444 (N11152)	UMG
James Brown	FUNKY PRESIDENT (PEOPLE IT'S BAD)	RE 873 516 (N20739)	UMG
James Brown	GET ON THE GOOD FOOT	RE 883 165 (N3244)	UMG
James Brown	GET UP OFFA THAT THING	RE 883 165 (N3244)	UMG
James Brown	SUPER BAD SUPER SLICK	RE 888 448 (N26491)	UMG
James Morrison	UNDER THE INFLUENCE	SR 394 380	UMG
Janet Jackson	MISS YOU MUCH	SR 110 724	UMG
Janet Jackson	RHYTHM NATION	SR 110 724	UMG
Janet Jackson	NASTY	SR 69 529	UMG
Janet Jackson	PLEASURE PRINCIPLE	SR 69 529	UMG
Janet Jackson	FEEDBACK	Application Pending	UMG
Jay-Z	I JUST WANNA LOVE U (GIVE IT 2 ME)	SR 295 613	UMG
Jay-Z	IZZO (H.O.V.A.)	SR 303 169	UMG
Jay-Z	CHANGE CLOTHES	SR 337 758	UMG

Jay-Z	SHOW ME WHAT YOU GOT			
Jimmy Fallon	IDIOT BOYFRIEND	Application Pending	SR 322 708	UMG
Jody Watley	FRIENDS			UMG
Jody Watley	LOOKING FOR A NEW LOVE		SR 102 480	UMG
Joey Ramone	MARIA BARTIROMO		SR 79 330	UMG
Juelz Santana	THERE IT GO (THE WHISTLE SONG)		SR 314 666	UMG
JUNIOR	MAMA USED TO SAY		SR 382 634	UMG
Kanye West	JESUS WALKS		SR 43 112	UMG
Kanye West	LAST CALL		SR 347 391	UMG
Kanye West	HEY MAMA		SR 347 391	UMG
Kanye West	TOUCH THE SKY		SR 372 867	UMG
Kanye West	GOLD DIGGER		SR 372 867	UMG
Kanye West	STRONGER		SR 377 885	UMG
Kanye West	FLASHING LIGHTS		SR 615 019	UMG
Kanye West	GLORY		SR 615 020	UMG
Kanye West	LOVE LOCKDOWN		SR 615 020	UMG
Kayne West	HOMECOMING		SR 618 708	UMG
Keane	IS IT ANY WONDER?		SR 615 020	UMG
Kenna	OUT OF CONTROL (STATE OF EMOTION)		SR 392 919	UMG
Killers	HUMAN		SR 614 700	UMG
Kiss	ROCK AND ROLL ALL NITE		SR 619 236	UMG
Kiss	CALLING DR. LOVE		RE 887 960 (N26573)	UMG
Kiss	TALK TO ME		RE 908 713 (N37138)	UMG
Kool & The Gang	FUNKY STUFF		SR 18 841	UMG
Kool & The Gang	HOLLYWOOD SWINGING		N9713	UMG
Kool & The Gang	JUNGLE BOOGIE		N9713	UMG
Kool & The Gang	CELEBRATION		N9713	UMG
Kool & The Gang	LADIES NIGHT		SR 23 539	UMG
Kool & The Gang	GET DOWN ON IT		SR 23 950	UMG
Kool & The Gang	BIG FUN		SR 30 574	UMG
Kool & The Gang	EMERGENCY		SR 42 546	UMG
Lady Gaga	JUST DANCE		SR 69 703	UMG
Limp Bizkit	FAITH		SR 613 221	UMG
LIPPS	FUNKYTOWN		SR 238 798	UMG
			SR 15 523	UMG

Live	I ALONE	SR 187 926	UMG
LL Cool J	HEADSPRUNG	SR 355 098	UMG
LL Cool J	BABY	SR 616 469	UMG
LL Cool J	AROUND THE WAY GIRL	SR 123 555	UMG
LL Cool J	MAMA SAID KNOCK YOU OUT	SR 123 555	UMG
Love Unlimited Orchestra	LOVE'S THEME	N13220	UMG
LTD	(EVERYTIME I TURN AROUND) BACK IN LOVE AGAIN	RE 926 402 (N43656)	UMG
LTD	BACK IN LOVE AGAIN	RE 926 402 (N43656)	UMG
Ludacris	ROLLOUT (MY BUSINESS)	SR 303 066	UMG
Ludacris	NUMBER ONE SPOT	SR 364 863	UMG
Ludacris	PIMPIN ALL OVER THE WORLD	SR 364 863	UMG
Ludacris feat. Pharrell	MONEY MAKER	SR 398 765	UMG
Ludacris ft. Chris Brown & Sean Garrett	WHAT THEM GIRLS LIKE	SR 617 041	UMG
Lumidee	NEVER LEAVE YOU (Uh Oooh, Uh Oooh)	SR 334 299	UMG
Lyn Collins	THINK (ABOUT IT)	RE 852 198 (N942)	UMG
Lynard Skynard	FREE BIRD	RE 860 347 (N8871)	UMG
Lynard Skynard	SATURDAY NIGHT SPECIAL	RE 887 760 (N22839)	UMG
Lynard Skynard	WHAT'S YOUR NAME	RE 926 484 (N46364)	UMG
Lynn Collins	ROCK ME AGAIN AND AGAIN AND AGAIN...	RE 867 525 (N20041)	UMG
Lynyrd Skynyrd	CALL ME THE BREEZE	RE 867 684 (N14724)	UMG
Lynyrd Skynyrd	THAT SMELL	RE 926 484 (N46364)	UMG
Madness	OUR HOUSE	SR 45 829	UMG
Mariah Carey	IT'S LIKE THAT	SR 366 396	UMG
Mariah Carey	SHAKE IT OFF	SR 370 795	UMG
Mariah Carey	WE BELONG TOGETHER	SR 370 795	UMG
Mariah Carey	TOUCH MY BODY	SR 612 879	UMG
Mariah Carey feat. Nelly	TO THE FLOOR	SR 370 795	UMG
Marky Mark & The Funky Bunch	GOOD VIBRATIONS	SR 134 780	UMG
Maroon 5	THIS LOVE	SR 348 508	UMG
Maroon 5	MAKES ME WONDER	SR 357 928	UMG
Maroon 5 & Rihanna	IF I NEVER SEE YOUR FACE AGAIN	SR 616 721	UMG
Marques Houston	I LIKE IT	SR 402 249	UMG
Mary J Blige	JUST FINE	SR 622 425	UMG
Mary J. Blige	REAL LOVE	SR 149 212	UMG

Mary J. Blige	FAMILY AFFAIR	SR 301 461	UMG
Mary J. Blige	NO MORE DRAMA	SR 301 461	UMG
Mary J. Blige	LOVE @ 1ST SIGHT	SR 340 891	UMG
Mary J. Blige	OOH!	SR 346 345	UMG
Mary J. Blige	BE WITHOUT YOU	SR 386 938	UMG
Men Without Hats	POP GOES THE WORLD	SR 87 487	UMG
MIA	PAPER PLANES	SR 631 449	UMG
Michael McDonald	REACH OUT I'LL BE THERE	SR 362 086	UMG
Michael McDonald	SWEET FREEDOM	SR 79 282	UMG
Michael Sembello	MANIAC	SR 49 252	UMG
Mighty Mighty Bosstones	THE IMPRESSION THAT I GET	SR 214 127	UMG
Mika	BIG GIRL (YOU ARE BEAUTIFUL)	SR 407 292	UMG
Mika	GRACE KELLY	SR 407 292	UMG
Mika	LOVE TODAY	SR 407 292	UMG
Motorhead	ACE OF SPADES	SR 23 887	UMG
Mr. Cheeks	LIGHTS, CAMERA, ACTION!	SR 301 114	UMG
Murphy Lee	SHAKE YA TAILFEATHER	SR 341 649	UMG
Murphy Lee & Jermaine Dupri	WHAT DA HOOK GON BE	SR 341 649	UMG
Nazareth	LOVE HURTS	RE 887 797 (N23222)	UMG
Ne Yo	CLOSER	SR 612 632	UMG
Ne Yo	MISS INDEPENDENT	SR 616 457	UMG
Nelly	COUNTRY GRAMMAR	SR 277 403	UMG
Nelly	HOT IN HERRE	SR 315 537	UMG
Nelly	NUMBER 1	SR 315 537	UMG
Nelly	PRETTY TOES	SR 358 551	UMG
Nelly	TILT YA HEAD BACK	SR 358 561	UMG
Nelly	FLAP YOUR WINGS	SR 360 664	UMG
Nelly	GRILLZ	SR 382 837	UMG
Nelly	ERRTIME	Application Pending	UMG
Nelly Furtado	I'M LIKE A BIRD	SR 289 461	UMG
Nelly Furtado	MANEATER	SR 387 509	UMG
Nelly Furtado	NO HAY IGUAL	SR 387 509	UMG
Nelly Furtado feat. Timbaland	PROMISCUOUS	SR 391 618	UMG
New Edition	WHAT'S YOUR NAME	SR 81 790	UMG

Nicole Scherzinger	BABY LOVE	SR 615 306	UMG
Nina Sky	MOVE YA BODY	SR 354 379	UMG
No Doubt	DON'T SPEAK	SR 206 724	UMG
No Doubt	JUST A GIRL	SR 206 724	UMG
No Doubt	SPIDERWEBS	SR 206 724	UMG
No Doubt	HELLA GOOD	SR 305 872	UMG
No Doubt	HEY BABY	SR 305 872	UMG
Ohio Players	FIRE	RE 867 475 (N19478)	UMG
Ohio Players	JIVE TURKEY	RE 867 682 (N14646)	UMG
Ohio Players	LOVE ROLLERCOASTER	RE 888 099 (N26100)	UMG
Oingo Boingo	WEIRD SCIENCE	SR 80 070	UMG
OLIVIA NEWTON JOHN	PHYSICAL	SR 32 995	UMG
One Way	YOU CAN DO IT	SR 13 652	UMG
One Way	CUTIE PIE	SR 35 015	UMG
Parliament	TEAR THE ROOF OFF THE SUCKER (GIVE UP THE FUNK)	RE 888 667 (N30292)	UMG
Parliament	FLASHLIGHT	SR 2 190	UMG
Patti LaBelle	NEW ATTITUDE	SR 60 095	UMG
Peaches & Herb	REUNITED	SR 3 995	UMG
Peaches & Herb	SHAKE YOUR GROOVE THING	SR 3 995	UMG
Peter Gabriel	SOLSBURY HILL	SR 46 167	UMG
Peter Gabriel	SLEDGEHAMMER	SR 70 864	UMG
Pointer Sisters	YES WE CAN CAN	N 6947	UMG
Police	IF YOU LOVE SOMEBODY SET THEM FREE	SR 63 226	UMG
Pussycat Dolls	DON'T CHA	SR 374 410	UMG
Pussycat Dolls	LOOSEN UP MY BUTTONS	SR 377 102	UMG
Pussycat Dolls	WAIT A MINUTE	SR 377 102	UMG
Pussycat Dolls	WHEN I GROW UP	SR 612 860	UMG
Q-Tip	VIVRANT THING	SR 272 060	UMG
Reba McEntire	I'M A SURVIVOR	SR 300 763	UMG
Rhett Akins	SHE'S GOT EVERYTHING MONEY CAN'T BUY	SR 247 887	UMG
Rihanna	PON DE REPLAY	SR 372 611	UMG
Rihanna	S.O.S.	SR 387 137	UMG
Rihanna	DON'T STOP THE MUSIC	SR 411 459	UMG
Rihanna	SHUT UP AND DRIVE	SR 411 459	UMG

Rihanna	DISTURBIA	SR 616 718	UMG
Rihanna feat . Jay-Z	UMBRELLA	SR 411 460	UMG
Robert Palmer	BAD CASE OF LOVING YOU (DOCTOR, DOCTOR)	SR 10 840	UMG
Robin Thicke	MAGIC	SR 622 566	UMG
Rose Royce	CAR WASH	RE 908 095 (N35737)	UMG
Rose Royce	PUT YOUR MONEY WHERE YOUR MOUTH IS	RE 908 095 (N35737)	UMG
Roy Ayers	RUNNING AWAY	RE 926 380 (N42980)	UMG
Rufus/Chaka Kahn	TELL ME SOMETHING GOOD	RE 867 654 (N13949)	UMG
Rush	TOM SAWYER	SR 31 114	UMG
Salt N Pepa	SHOOP	SR 190 603	UMG
SALT 'N' PEPA	LET'S TALK ABOUT SEX	SR 137 242	UMG
Salt-N-Pepa	PUSH IT	SR 94 339	UMG
Salt-N-Pepa featuring En Vogue	WHATTA MAN	SR 190 603	UMG
Sammy Hagar	I CAN'T DRIVE 55	SR 56 455	UMG
Scissor Sisters	TAKE YOUR MAMA OUT	SR 355 220	UMG
Scissor Sisters	I DON'T FEEL LIKE DANCING	SR 398 535	UMG
Sheryl Crow	LEAVING LAS VEGAS	SR 209 823	UMG
Sheryl Crow	IF IT MAKES YOU HAPPY	SR 233 366	UMG
Sheryl Crow	A CHANGE WOULD DO YOU GOOD	SR 245 347	UMG
Sheryl Crow	EVERYDAY IS A WINDING ROAD	SR 245 347	UMG
Sheryl Crow	SOAK UP THE SUN	SR 311 757	UMG
Sheryl Crow	FIRST CUT IS THE DEEPEST	SR 350 992	UMG
Shop Boyz	PARTY LIKE A ROCK STAR	SR 609 564	UMG
Smashmouth	WALKIN' ON THE SUN	SR 238 756	UMG
Smashmouth	ALL STAR	SR 264 519	UMG
Snoop Dogg	DROP IT LIKE IT'S HOT	SR 362 084	UMG
Snoop Dogg	SIGNS	SR 364 858	UMG
Snoop Dogg	SENSUAL SEDUCTION	SR 627 984	UMG
Snoop Doggy Dogg	WHAT'S MY NAME	SR 212 342	UMG
Snow Patrol	CHASING CARS	SR 394 022	UMG
Souljah Boy Tell'em	SOULJA GIRL	SR 615 189	UMG
Souljah Boy Tell'em	CRANK THAT	SR 615 191	UMG
Squeeze	BLACK COFFEE IN BED	SR 35 511	UMG
Stereo MC's	CONNECTED	SR 150 413	UMG

Steve Winwood	VALERIE	SR 37 322	UMG
Steve Winwood	HIGHER LOVE	SR 75 482	UMG
Stevie Wonder	SO WHAT THE FUSS	SR 382 094	UMG
Sting	IF I EVER LOSE MY FAITH IN YOU	SR 175 546	UMG
Sting	DON'T STAND SO CLOSE TO ME	SR 21 466	UMG
Sting	BRAND NEW DAY	SR 271 015	UMG
Sting	DESERT ROSE	SR 271 015	UMG
Sting	ENGLISHMAN IN NEW YORK	SR 85 672	UMG
Styx	COME SAIL AWAY	RE 926 401 (N46354)	UMG
Styx	MISTER ROBOTO	SR 43 129	UMG
Sum 41	PIECES	SR 364 835	UMG
Swizz Beatz	IT'S ME SNITCHES	SR 615 141	UMG
Tears For Fears	EVERYBODY WANTS TO RULE THE WORLD	SR 60 715	UMG
Terror Squad	LEAN BACK	SR 357 409	UMG
The Commodores	SQUEEZE THE FRUIT	RE 926 332 (N42203)	UMG
The Gap Band	BURN RUBBER ON ME	SR 23 665	UMG
The Gap Band	EARLY IN THE MORNING	SR 36 081	UMG
The Gap Band	TALKIN' BACK	SR 36 081	UMG
The Gap Band	YOU DROPPED A BOMB ON ME	SR 36 081	UMG
The Jam	A TOWN CALLED MALICE	SR 49 264	UMG
The Killers	MR. BRIGHTSIDE	SR 355 962	UMG
The Killers	READ MY MIND	SR 398 798	UMG
The Neville Brothers	BROTHER JAKE	SR 122 745	UMG
The Pogues	BOTTLE OF SMOKE	SR 91 684	UMG
The Police	EVERY LITTLE THING SHE DOES IS MAGIC	SR 30 222	UMG
The Police	SPIRITS IN THE MATERIAL WORLD	SR 30 222	UMG
The Police	ROXANNE	SR 6 942	UMG
The Police	SO LONELY	SR 6 942	UMG
The Village People	MACHO MAN	SR 3 084	UMG
The Who	WHO ARE YOU	SR 2 995	UMG
Three Doors Down	KRYPTONITE	SR 277 407	UMG
Timbaland	WAY I ARE	SR 411 631	UMG
Timbaland feat Justin Timberlake & Nelly	GIVE IT TO ME	SR 406 964	UMG
Tom Petty	RUNNIN' DOWN A DREAM	SR 103 541	UMG

Tony! Toni! Tone!	FEELS GOOD	SR 121 064	UMG
Trisha Yearwood	HOW DO I LIVE	SR 238 476	UMG
U2	MYSTERIOUS WAYS	SR 139 599	UMG
U2	POP MUZIK	SR 235 878	UMG
U2	NEW YORK	SR 294 631	UMG
U2	VERTIGO	SR 361 556	UMG
U2	CITY OF BLINDING LIGHTS	SR 362 201	UMG
U2	THE SAINTS ARE COMING	SR 400 229	UMG
U2	BEAUTIFUL DAY	SR 613 548	UMG
U2	ANGEL OF HARLEM	SR 99 818	UMG
Vanessa Williams	SAVE THE BEST FOR LAST	SR 141 365	UMG
Vanessa Williams	THE RIGHT STUFF	SR 93 101	UMG
Village People	Y.M.C.A	SR 3 730	UMG
Wang Chung	DANCE HALL DAYS	SR 51 795	UMG
Wang Chung	EVERYBODY HAVE FUN TONIGHT	SR 71 890	UMG
Wang Chung	HYPNOTIZE ME	SR 72 520	UMG
Weezer	BUDDY HOLLY	SR 187 644	UMG
Weezer	BEVERLY HILLS	SR 377 899	UMG
Will I Am	IT'S A NEW DAY	SR 622 362	UMG
Will Smith	SWITCH	SR 370 038	UMG
Will.I.Am	I GOT IT FROM MY MAMA	SR 615 185	UMG
Young Jeezy	LET'S GET IT	SR 375 159	UMG

Exhibit B

<u>Artist</u>	<u>Track</u>	<u>Label</u>
Temptations	SUPERSTAR (REMEMBER HOW YOU GOT WHERE YOU ARE)	MRC
The Miracles	SHOP AROUND	MRC
Benny Goodman	ON THE SUNNY SIDE OF THE STREET	UMG
Big Mama Thornton	HOUND DOG	UMG
Bill Haley & The Comets	ROCK AROUND THE CLOCK	UMG
Billy May	HERSHEY BAR	UMG
Bobby Byrd	I KNOW YOU GOT SOUL	UMG
Brenda Lee	JINGLE BELL ROCK	UMG
Brenda Lee	ROCKIN' AROUND THE CHRISTMAS TREE	UMG
Carpenters	WE'VE ONLY JUST BEGUN	UMG
Carpenters	(THEY LONG TO BE) CLOSE TO YOU	UMG
Cher	GYPSIES, TRAMPS AND THIEVES	UMG
Cream	STRANGE BREW	UMG
Del-Vikings	COME GO WITH ME	UMG
Diana Ross & The Supremes	YOU CAN'T HURRY LOVE	UMG
Dinah Washington	BARGAIN DAY	UMG
Dusty Springfield	SON OF A PREACHER MAN	UMG
Dusty Springfield	SPOOKY	UMG
Eartha Kitt	SANTA BABY	UMG
Edwin Starr; Bruce Springsteen	WAR	UMG
Elton John	YOUR SONG	UMG
Ethel Merman	THERE'S NO BUSINESS LIKE SHOW BUSINESS	UMG
Etta James	W.O.M.A.N.	UMG
Flash Cadillac; Danny & The Juniors	AT THE HOP	UMG
Flatt & Scruggs	FOGGY MOUNTAIN BREAKDOWN	UMG
Fontella Bass	RESCUE ME	UMG
Free	ALL RIGHT NOW	UMG
Hank Williams	HEY GOOD LOOKIN'	UMG
Hank Williams	JAMBALAYA (ON THE BAYOU)	UMG
Herb Alpert & The Tijuana Brass	A TASTE OF HONEY	UMG
Herb Alpert & The Tijuana Brass	ZORBA THE GREEK	UMG
Herb Alpert and the Tijuana Brass	SPANISH FLEA	UMG
Jackson 5	ABC	UMG
Jackson 5	HOW FUNKY IS YOUR CHICKEN	UMG
Jackson 5	I WANT YOU BACK	UMG
Jackson 5	ROCKIN' ROBIN	UMG
Jackson 5	THE LOVE YOU SAVE	UMG

James Brown	CALL ME SUPER BAD (PT. 1, 2 & 3)	UMG
James Brown	GET UP (I FEEL LIKE BEING LIKE A SEX MACHINE)	UMG
James Brown	HOT PANTS	UMG
James Brown	MERRY CHRISTMAS I LOVE YOU	UMG
James Brown	PAPA'S GOT A BRAND NEW BAG	UMG
James Brown	PT. 1 & 2 CALL ME SUPER BAD	UMG
James Brown	THE POPCORN	UMG
James Brown & The Famous Flames	I GOT YOU (I FEEL GOOD)	UMG
Jimi Hendrix	FOXLEY LADY	UMG
Jimi Hendrix	WILD THING	UMG
Joe Cocker	THE LETTER	UMG
Jr. Walker and The All Stars	(I'M A) ROAD RUNNER	UMG
Junior Walker and All Stars	HOME COOKIN'	UMG
Leroy Anderson	SLEIGH RIDE	UMG
Lesley Gore	IT'S MY PARTY	UMG
Louis Armstrong	WHAT A WONDERFUL WORLD	UMG
Martha & The Vandellas	(LOVE IS LIKE A) HEAT WAVE	UMG
Martha & The Vandellas	NOWHERE TO RUN	UMG
Martha and the Vandellas	JIMMY MACK	UMG
Marvin Gaye	I HEARD IT THROUGH THE GRAPEVINE	UMG
Marvin Gaye	WHAT'S GOING ON	UMG
Mary Wells	MY GUY	UMG
McGuire Sisters	SUGARTIME	UMG
O.V. Wright	ACE OF SPADES	UMG
Patsy Cline	WALKIN' AFTER MIDNIGHT	UMG
Quincy Jones	BLUES IN THE NIGHT (MY MAMA DONE TOL' ME)	UMG
Rare Earth	GET READY	UMG
Righteous Brothers	UNCHAINED MELODY	UMG
Rod Stewart	EVERY PICTURE TELLS A STORY	UMG
Rod Stewart	MAGGIE MAY	UMG
Sam The Sham & The Pharoahs	WOOLY BULLY	UMG
Smokey Robinson	I SECOND THAT EMOTION	UMG
Steam	NA NA HEY HEY (KISS HIM GOODBYE)	UMG
Steppenwolf	BORN TO BE WILD	UMG
Steppenwolf	MAGIC CARPET RIDE	UMG
Stevie Wonder	MY CHERIE AMOUR	UMG
Stevie Wonder	PEARL	UMG
Stevie Wonder	SIGNED, SEALED, DELIVERED I'M YOURS	UMG
Stevie Wonder	THE CHRISTMAS SONG (CHESTNUTS ROASTING ON AN OPEN	UMG
Supremes	LOVE LOVE	UMG
Supremes	LOVE CHILD	UMG

Supremes	STOP IN THE NAME OF LOVE	UMG
Supremes	TAKE A CLOSER LOOK AT ME	UMG
Supremes	YOU KEEP ME HANGIN' ON	UMG
Supremes	AIN'T NO MOUNTAIN HIGH ENOUGH	UMG
T-Bone Walker	VACATION	UMG
Temptations	AIN'T TOO PROUD TO BEG	UMG
The Foundations	BUILD ME UP BUTTERCUP	UMG
The Four Tops	IT'S THE SAME OLD SONG	UMG
The Mamas & The Papas	FREE ADVICE	UMG
The Osmonds	ONE BAD APPLE (DON'T SPOIL THE WHOLE BUNCH)	UMG
The Surfaris	WIPE OUT	UMG
The Temptations	BEAUTY IS ONLY SKIN DEEP	UMG
The Who	BABA O'RILEY	UMG
The Who	PINBALL WIZARD	UMG
Theme from TV series "The Brady Bunch"	BRADY BUNCH" THEME	UMG
Three Dog Night	JOY TO THE WORLD	UMG
Tom Jones	GREEN GREEN GRASS OF HOME	UMG
Tom Jones	HARD TO HANDLE	UMG
Tom Jones	SHE'S A LADY	UMG

PROOF OF SERVICE

STATE OF CALIFORNIA, CITY AND COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is: 1900 Avenue of the Stars, 7th Floor, Los Angeles, California 90067.

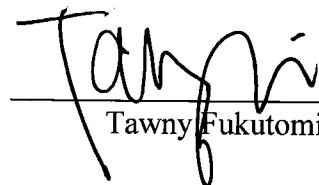
On April 12, 2010 I served the document(s) described as **SECOND AMENDED COMPLAINT** in this action addressed as follows:

SEE ATTACHED LIST

- ☐ (BY MAIL) True and correct copies of the aforementioned document(s) were deposited, in a sealed envelope with postage thereon fully prepaid, with the U.S. Postal Service on that same day to be mailed via first class mail at Los Angeles, California. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.
- ☐ (TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)) Pursuant to the controlling Rules, the aforementioned document(s) will be served by the court via NEF and proper link(s) to the document(s). On _____, I checked the appropriate CM/ECF docket for this case or proceeding and determined that the aforementioned person(s) has/have consented to receive NEF transmission at the aforementioned electronic addresses.
- ☐ (BY FAX) The parties have consented in writing to receive service by facsimile transmission. On _____, I transmitted the above-described document(s) by facsimile machine to the above-listed fax number(s). The transmission originated from facsimile phone number (310) 203-0567 and was reported as complete and without error. The facsimile machine properly issued a transmission report, a copy of which is attached.
- ☐ (BY ELECTRONIC SERVICE) On March 16, 2010, I transmitted the aforementioned document(s) as PDF attachments to the aforementioned electronic notification address(es). The transmission originated from my electronic notification address, which is jgoldman@jmbm.com, and was reported as complete and without error.
- ☒ (BY PERSONAL SERVICE) I placed the aforementioned document(s) in a sealed envelope and such envelope was hand-delivered addressee.
- ☐ (BY OVERNIGHT DELIVERY) I placed the aforementioned document(s) in a sealed envelope with postage thereon fully prepaid and I caused said envelope to be delivered overnight via an overnight delivery service in lieu of delivery by mail to the addressee(s).

Executed on April 12, 2010 at Los Angeles, California.

I declare under penalty of perjury under the laws of the United States that the above is true and correct.



Tawny Fukutomi

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